

Jun 25 02:17

Division of Corporations

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Florida Department of State
Division of Corporations
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Fax Number : (850) 205-0381

From: Account Name : JOSEPH N. PERLMAN
Account Number : I20000000002
Phone : (727) 536-2711
Fax Number : (727) 536-2714

FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

2004 JUN 25 AM 8:12

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FLORIDA PROFIT CORPORATION OR P.A.

SUNBELT DEVELOPMENT CORPORATION OF NORTH AMERICA INC

Certificate of Status	0
Certified Copy	0
Page Count	01
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
SUNBELT DEVELOPMENT CORPORATION OF NORTH AMERICA, INC.

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME. The name of this corporation is **SUNBELT DEVELOPMENT CORPORATION OF NORTH AMERICA, INC.**

ARTICLE II - DURATION. This Corporation shall have perpetual existence unless dissolved according to law.

ARTICLE III - BUSINESS. This Corporation is organized for the purpose of buying and selling real estate, and to do every other act or thing incidental or pertinent to or growing out of or connected with the aforesaid purpose and in addition, to engage in any other business or businesses permitted under the laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK. The maximum number of shares of stock authorized to be issued by this Corporation is 7500 shares of capital stock at \$1.00 par value, all of which shall have the same rights and privileges. Each share of capital stock shall entitle the holder thereof to one (1) vote at any stockholder meeting and otherwise to participate in all such

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meetings and the assets of the Corporation. The stock shall be issued for such consideration as may be determined by the Board of Directors, which shall have a value of at least equal to the full par value of said shares. The stock may be paid for in lawful money of the United States of America, or in property, labor or services.

ARTICLE V - PRE-EMPTIVE RIGHTS. The stockholders of this Corporation shall be entitled to purchase ratably according to their respective holdings, any shares of the Corporation hereinafter issued or any securities exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares, but in either case only as such prices and during such period or periods and upon such terms and conditions as may be determined from time to time by the Board of Directors.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT. The street address of the principal office of this corporation is:

Westshore Center
2220 N. Westshore Blvd. Suite 200
Tampa, Florida 33607

The name and address of the Registered Agent of this Corporation is:

JOSEPH N. PERLMAN
1101 Belcher Road S, Suite B
Largo, Florida 33771

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The corporation shall have the privilege of establishing such other branch offices in any other location or any other city or town, in this state or any other State or County, as may be approved by its Board of Directors.

ARTICLE VII - INITIAL BOARD OF DIRECTORS. This corporation shall have two (2) Directors initially. The number of Directors be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial director of this Corporation is:

NAME
NICHOLAS A. DROSSOS

ADDRESS
Westshore Center
2220 N. Westshore Blvd. Suite 200
Tampa, Florida 33607

JOANNA L. DROSSOS

Westshore Center
2220 N. Westshore Blvd. Suite 200
Tampa, Florida 33607

ARTICLE VIII - INDEMNIFICATION. The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE IX - AMENDMENT. This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any Amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X - INCORPORATOR. The name and address of the person signing these

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Jun 25 04 12:18p

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Articles of Incorporation is: NICHOLAS A. DROSSOS
Westshore Center
2220 N. Westshore Blvd. Suite 200
Tampa, Florida 33607

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of
Incorporation of this 22nd day of JUNE, 2004.



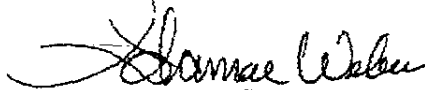
NICHOLAS A. DROSSOS

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and
County set forth above, **NICHOLAS A. DROSSOS**, personally appeared known to me to be
the person who executed the foregoing Articles of **SUNBELT DEVELOPMENT**
CORPORATION OF NORTH AMERICA, INC. and he acknowledged before me that he
executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in
Pinellas County, Florida, this 22nd day of JUNE, 2004.

My Commission Expires:



Notary Public

Printed Notary Signature



Idamae Weber
Commission # DD108133
Expires May 20, 2006
Bonded Thru
Atlantic Bonding Co., Inc.

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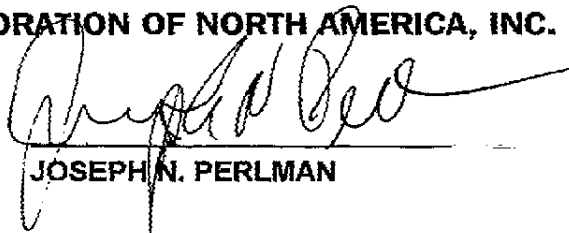
2004 JUN 25 AM 8:13

CLERK OF STATE
TALLAHASSEE FLORIDA

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I HEREBY ACCEPT the designation of Registered Agent to accept service of process for

SUNBELT DEVELOPMENT CORPORATION OF NORTH AMERICA, INC.

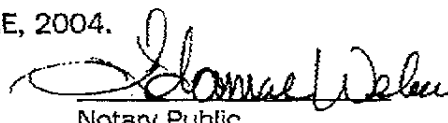

JOSEPH N. PERLMAN

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above personally appeared, **JOSEPH N. PERLMAN**, known to me to be the person who executed the foregoing Acceptance of Designation as Registered Agent, and he acknowledged before me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in Pinellas County, Florida, this 23rd day of JUNE, 2004.

My Commission Expires:



Notary Public

Printed Notary Signature



Idamne Weber
Commission # DB108133
Expires May 20, 2006
Bonded Thru
Atlantic Bonding Co., Inc.

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Florida Department of State
Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

Charles V.
~~Carols V.~~ Lamboy, D.D.S., M.S., P.A.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

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6/28/04

Audit # H04000133538
**ARTICLES OF INCORPORATION
OF
CARLOS V. LAMBOY, D.D.S., M.S., P.A.**

The undersigned incorporator to these Articles of Incorporation hereby forms
a corporation under the laws of the State of Florida as follows:

ARTICLE I
Name and Address

The name of this Corporation is:

Carlos V. Lamboy, D.D.S., M.S., P.A.

The mailing address and street address of the Corporation are:

**6941 Honeycomb Lane
Fort Myers, FL 33912**

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ARTICLE II
Term of Existence

This Corporation shall have perpetual existence, commencing upon the date of filing of
these Articles with the Florida Department of State.

ARTICLE III
Purpose

This Corporation is organized for the purpose of operating an Orthodontist practice.

ARTICLE IV
Powers

The corporation shall have the power:

- (a) To have perpetual succession by its corporate name;
- (b) To sue and be sued, complain, and defend in its corporate name;

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of CourtAccess Centers of America, a
non-lawyer located at 3249 W Cypress St. Suite C.
Tampa, FL 33607 (813)-875-1333.

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- (c) To have a corporate seal, which may be altered at will, and to use it, or a facsimile of it, by impressing, or affixing it or in any other manner reproducing it;
- (d) To purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property or any legal or equitable interest in property wherever located;
- (e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, and otherwise dispose of all or any part of its property;
- (f) To lend money to, and use its credit to assist, its officers and employees to the full extent permitted by law;
- (g) To make contracts and guarantees, incur liabilities, borrow money, issue its notes, bonds, and other obligations (which may be convertible into or include the option to purchase other securities of the corporation), and secure any of its obligations by mortgage or pledge of any of its property, franchises, and income and make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the contracting corporation; a corporation which owns, directly or indirectly, a majority of the outstanding stock of the contracting corporation; or a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding stock of the contracting corporation, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation, and make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation;
- (h) To purchase, receive, subscribe for, or otherwise acquire, own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of; and deal in and with, shares or other interests in, or obligations of, any other entity;
- (i) To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment;
- (j) To conduct its business, locate offices and exercise the powers granted by this act within or without this state;

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- (k) To elect directors and appoint officers, employees, and agents of the Corporation and define their duties, fix their compensation, and lend them money and credit;
- (l) To make and amend bylaws, not inconsistent with its Articles of Incorporation or with the laws of this state, for managing the business and regulating the affairs of the Corporation;
- (m) To make donations for the public welfare or for charitable, scientific, or educational purposes;
- (n) To transact any lawful business that will aid governmental policy;
- (o) To pay pensions and establish pension plans, pension trusts, profit sharing plans, share bonus plans, share option plans, and benefit or incentive plans for any or all of its current or former directors, officers, employees and agents and for any or all of the current or former directors, officers, employees and agents of its subsidiaries;
- (p) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder; and
- (q) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other entity;
- (r) To make payments or donations or do any other act not inconsistent with law that furthers the business and affairs of the corporation;

ARTICLE V
Capital Stock

This Corporation is authorized to issue One Hundred (100) shares of One Dollar (\$1.00) par value stock, which shall be designated Common Shares.

ARTICLE VI
Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is:

11661 Plantation Preserve Circle S.
Fort Myers, FL 33912

and the name of its registered agent at such address is:

Carlos V. Lamboy, D.D.S., M.S.

JUN 25 2004 12:06PM HP LASERJET 3200

Jun 25 04 12:04p Carlos V. Lamboy, D.D.S., (239) 225-0855

From: John Gurba To: D.D.S., M.S. Carlos V. Lamboy

Date: 6/25/2004 Time: 11:53:04 AM

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ARTICLE VII
Initial Board of Directors

This Corporation shall have One director(s) initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The name and address of the initial directors of this Corporation is:

Name and Address

Carlos V. Lamboy, D.D.S., M.S.
11661 Plantation Preserve Circle S.
Fort Myers, FL 33912

ARTICLE VIII
Incorporator

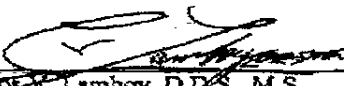
The name and address of the person signing these Articles are:

Name and Address

Carlos V. Lamboy, D.D.S., M.S.
11661 Plantation Preserve Circle S.
Fort Myers, FL 33912

ARTICLE IX
Amendment

These Articles of Incorporation may be amended in the manner provided by law.
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this day, Friday, June 25, 2004.



Carlos V. Lamboy, D.D.S., M.S.

Audit # H04000133538

JUN 25 2004 12:06PM HP LASERJET 3200

Jun 25 04 12:04p Carlos V. Lamboy, D.D.S., (239) 225-0855

From: John Gurba To: D.D.S., M.S. Carlos V. Lamboy

Date: 6/25/2004 Time: 11:53:04 AM

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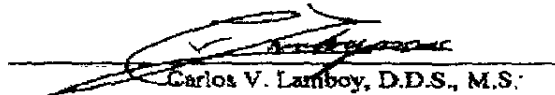
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ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Date: June 25, 2004


Carlos V. Lamboy, D.D.S., M.S.

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